

**EXHIBIT C**

Rough Transcript

Page 1

A. McALLISTER - ROUGH

1

"ROUGH DRAFT"

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MAY CONTAIN ERRORS, OMISSIONS,

NON-SENSICAL PHRASING.

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REPORTER'S NOTE: Following is an unedited, 08:41  
uncertified transcript. Names and numbers are 08:41  
particularly likely to translate incorrectly. 08:41  
You may not rely on page numbers. The final 08:41  
draft of this transcript will be edited by the 08:41  
court reporter, and both insignificant and 08:41  
significant changes may be made. This 08:41  
transcript may not be presented or used in any 08:41  
way as evidence in any forum whatsoever. 08:41

[9:40 a.m. 09:10

ASHFORD SAMUEL McALLISTER, M.D., 09:40  
called as a witness, having been duly 09:40  
sworn by a Certified Court Reporter, was 09:40  
examined and testified as follows: 09:40

E X A M I N A T I O N 09:40

BY MR. WILLIAMS: 09:40

Q. Good morning, Dr. McAllister. My 09:40  
name is Paul Williams and I'm an attorney with 09:40  
Kasowitz, Benson, Torres & Friedman, and we 09:40

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1                   A. McALLISTER - ROUGH                   72

2                   (Deposition Exhibit Number 4 was           11:16

3                   marked for identification)                   11:16

4                   THE WITNESS: (Perusing document).           11:16

5                   BY MR. WILLIAMS:                   11:17

6                   Q.     Do you recognize this document?           11:17

7                   A.     It looks familiar as the US           11:17

8                   Teleradiology Operating Agreement, as it says   11:17

9                   on the top. But I'm not sure this is the exact   11:17

10                  agreement I've seen before.               11:18

11                  Q.     Okay. If you look at page 19, which   11:18

12                  is Bates numbered QMR 0030211, do you see that   11:18

13                  it appears that there was a year date of 2002?   11:18

14                  A.     Correct.                   11:18

15                  Q.     But there is no month or day listed   11:18

16                  in there, is there?                   11:18

17                  A.     There is not.               11:18

18                  Q.     And who are listed as the initial   11:18

19                  members?                   11:18

20                  A.     Frank Ferraro, Ashford McAllister,   11:18

21                  and Robert Roche.                   11:18

22                  Q.     Okay. Do you recognize the           11:18

23                  signatures on this page?               11:18

24                  A.     They look like Frank Ferraro's and   11:18

25                  Robert Roche's signatures.           11:18

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1 A. McALLISTER - ROUGH 73

2 Q. Okay. Your signature is not on this 11:18  
3 page, is it? 11:19

4 A. That is correct. 11:19

5 Q. Do you know whether you signed this 11:19  
6 agreement? 11:19

7 A. It would appear I did not sign this 11:19  
8 agreement. 11:19

9 Q. Do you know whether you signed 11:19  
10 another copy at some point in time of this 11:19  
11 version of the agreement? 11:19

12 MR. MARSHALL: Objection, vague. 11:19

13 THE WITNESS: I do not recall. 11:19

14 BY MR. WILLIAMS: 11:19

15 Q. Okay. But you understood yourself to 11:19  
16 be a member of UST, regardless of whether you 11:19  
17 signed this, correct, as of this time in 2002? 11:19

18 MR. MARSHALL: Objection, vague, 11:19  
19 calls for a legal conclusion. 11:19

20 MR. WILLIAMS: I'm asking for his 11:19  
21 understanding. 11:19

22 THE WITNESS: Would you restate 11:19  
23 that, please? 11:19

24 BY MR. WILLIAMS: 11:19

25 Q. You understood yourself to be a 11:19

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1 A. McALLISTER - ROUGH 74

2 member of UST, even if you did not sign this 11:19

3 agreement at this time, correct? 11:19

4 A. Correct. 11:19

5 Q. Now, if you go to Exhibit A on the 11:19

6 next -- first of all, do you know who prepared 11:19

7 this document? 11:20

8 A. Unless it says so, I do not know. 11:20

9 Q. Okay. This lists three members, 11:20

10 correct? And I'm assuming this is a typo of 11:20

11 Frank fee rare row? 11:20

12 A. What page are you on? 11:20

13 Q. The next page, page 20. And Ashford 11:20

14 McAllister and Robert Roche, correct? 11:20

15 MR. MARSHALL: Objection, vague. 11:20

16 THE WITNESS: Would you rephrase 11:20

17 your statement? 11:20

18 BY MR. WILLIAMS: 11:20

19 Q. I said this lists three initial 11:20

20 members, correct? 11:20

21 A. Yes. 11:20

22 Q. Frank Ferraro, Ashford McAllister, 11:20

23 and Robert Roche? 11:20

24 A. That is correct. 11:20

25 Q. And it states that you each provided 11:20

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1                   A. McALLISTER - ROUGH                   75  
2     an initial capital contribution of one hundred     11:20  
3     dollars, correct?                                     11:20

4           A.     That's what it says.                   11:20

5           Q.     And do you recall having made such an     11:20  
6     initial cash contribution of a hundred dollars?     11:20

7           A.     I do not recall.                       11:20

8           Q.     Okay. Do you recall whether or not     11:20  
9     you made a specific cash contribution from each     11:21  
10    of you for the funding, initial capital             11:21  
11    contribution for the funding of UST?                 11:21

12           MR. MARSHALL: Objection, vague.             11:21

13           THE WITNESS: I do not recall.               11:21

14   BY MR. WILLIAMS:                                     11:21

15           Q.     And then this states that each had     11:21  
16    one membership interest, correct?                   11:21

17           A.     It does.                               11:21

18           Q.     Okay. If you turn back to page with     11:21  
19    the Bates number QMR 0030215, that appears to     11:21  
20    be a subscription agreement for Robert Roche     11:21  
21    relating to this operating agreement, correct?     11:21

22           MR. MARSHALL: Objection, vague.             11:21

23           THE WITNESS: It appears to be so.           11:21

24   BY MR. WILLIAMS:                                     11:21

25           Q.     And do you recognize Robert Roche's     11:21

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1                   A. McALLISTER - ROUGH                   76

2       signature on that page?                   11:21

3           A.     It looks familiar, yes.                   11:21

4           Q.     All right. And then the next page           11:22

5       appears to be a subscription agreement for you,   11:22

6       for this agreement, correct?                   11:22

7           A.     It does.                   11:22

8           Q.     And you did not sign this, correct?   11:22

9           A.     My signature is not on this page, no.   11:22

10          Q.     Do you know whether you signed this   11:22

11       subscription agreement relating to this           11:22

12       operating agreement?                   11:22

13          A.     I do not --                   11:22

14               MR. MARSHALL: Objection, vague,           11:22

15       you can answer.                   11:22

16               THE WITNESS: I do not recall.           11:22

17       BY MR. WILLIAMS:                   11:22

18          Q.     And then the next page is a           11:22

19       subscription agreement for Dr. Ferraro,           11:22

20       correct?                   11:22

21          A.     Correct.                   11:22

22          Q.     And do you recognize his signature on   11:22

23       this page?                   11:22

24          A.     It looks familiar.                   11:22

25          Q.     Okay. Do you know whether there was   11:22

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1                   A. McALLISTER - ROUGH                   77  
2       a separate shareholder agreement for UST at       11:22  
3       this time?   11:22

4           A.     I do not recall.                           11:22

5           Q.     Okay. Do you know -- do you recall    11:22  
6       whether this operating agreement was revised at   11:22  
7       some point in time?                                 11:23

8           A.     I do not recall.                           11:23

9                   MR. WILLIAMS: Would you please       11:23  
10       mark this as McAllister Exhibit 5.               11:23

11                   (Deposition Exhibit Number 5 was       11:23  
12       marked for identification)                         11:23

13                   THE WITNESS: (Perusing document).   11:23

14       BY MR. WILLIAMS:                                   11:24

15           Q.     Do you recognize this agreement, or    11:24  
16       this document?                                       11:24

17           A.     Yes, I do.                                11:24

18           Q.     And what is this document?             11:24

19           A.     It's the U.S. Teleradiology operating   11:24  
20       agreement dated January 2nd, 2004.               11:24

21           Q.     Do you know whether this agreement     11:25  
22       was actually executed January 2nd, 2004, or do   11:25  
23       you know if it was -- or just that question.     11:25

24                   MR. MARSHALL: Objection, vague.       11:25

25       BY MR. WILLIAMS:                                   11:25



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1 A. McALLISTER - ROUGH 78

2 Q. Do you know whether it was executed 11:25  
3 on January 2nd, 2004? 11:25

4 A. I do not recall. 11:25

5 Q. Do you know whether this document was 11:25  
6 prepared at some later point in time and then 11:25  
7 backdated to January 2nd, 2004? 11:25

8 A. I do not recall. 11:25

9 Q. Okay. If you look at page 28, this 11:25  
10 bears the Bates number QMR 0030189, do you see 11:25  
11 your signature on this page? 11:25

12 A. Yes, sir, I do. 11:25

13 Q. And is that your signature? 11:25

14 A. Yes, sir. 11:25

15 Q. And who are listed as the members on 11:25  
16 this page? 11:26

17 A. Robert Roche, Ashford McAllister, 11:26  
18 Francis Ferraro. Do you include the ones with 11:26  
19 the signatures or without? 11:26

20 Q. Well, whose names appear under the 11:26  
21 list for members? 11:26

22 A. James Zimmerman, Marv Pinzon. 11:26

23 Q. Okay. And there are signatures 11:26  
24 for -- over the names for Robert Roche and 11:26  
25 Francis Ferraro, correct? 11:26

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1 A. McALLISTER - ROUGH 79

2 A. Correct. 11:26

3 Q. Do you recognize those signatures? 11:26

4 A. Yes, I do. 11:26

5 Q. And to the left I'm assuming there's 11:26

6 a typo there, but it appears to indicate U.S. 11:26

7 Teleradiology, LLC. 11:26

8 That's signed by Dr. Ferraro as 11:26

9 president and CEO of UST, correct? 11:26

10 A. That is correct. 11:26

11 Q. And do you recognize that signature? 11:26

12 A. Yes, I do. 11:26

13 Q. And do you know whether Dr. Ferraro, 11:26

14 in fact, held the position of president and CEO 11:26

15 at -- as of January 2nd, 2004? 11:27

16 A. Yes. 11:27

17 Q. Okay. Yes, you know, or yes, he did? 11:27

18 A. Yes, I know. And yes, he did. 11:27

19 Q. Okay. Do you know why James 11:27

20 Zimmerman and Marv Pinzon are listed as members 11:27

21 on the signature page of this operating 11:27

22 agreement? 11:27

23 A. I do not. 11:27

24 Q. Okay. Do you know whether they were 11:27

25 presented with a copy of this operating 11:27

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A. McALLISTER - ROUGH 80

1 agreement? 11:27

2 A. I do not recall. 11:27

3 Q. If you go to the next page, Exhibit 11:27  
4 A, listed as capital convictions; units issued, 11:27  
5 correct? 11:27

6 A. Yes. 11:27

7 Q. And it shows on the left-hand side, 11:27  
8 member or non-member transferee and it states, 11:28  
9 Robert Roche, Francis A. Ferraro and Ashford 11:28  
10 McAllister, and if you look across, it's 11:28  
11 indicates that those three people have Class A 11:28  
12 units, total of units, 1 million issued, 11:28  
13 correct? 11:28

14 MR. MARSHALL: Objection. The 11:28  
15 document speaks for itself. You can 11:28  
16 answer. 11:28

17 THE WITNESS: Yes. 11:28

18 BY MR. WILLIAMS: 11:28

19 Q. And then on the line below your name 11:28  
20 it says James Zimmerman and indicates that he 11:28  
21 had 1 million Class B units issued, correct? 11:28

22 A. Correct. 11:28

23 MR. MARSHALL: Sorry. Objection. 11:28

24 The document speaks for itself. I was 11:28  
25

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1                   A. McALLISTER - ROUGH                   81

2                   in the middle of a yawn.                   11:28

3                   MR. WILLIAMS: I object to the                   11:28

4                   yawn.                   11:28

5                   BY MR. WILLIAMS:                   11:28

6                   Q. And then below James Zimmerman's                   11:28

7                   name, it lists Marv Pinzon and indicates he has                   11:28

8                   1 million Class C units issued, correct?                   11:28

9                   MR. MARSHALL: Same objection. The                   11:28

10                   document speaks for itself.                   11:29

11                   THE WITNESS: Yes.                   11:29

12                   BY MR. WILLIAMS:                   11:29

13                   Q. Do you know why Dr. Zimmerman and                   11:29

14                   Dr. Pinzon were listed as having 1 million                   11:29

15                   units of Class B and C units respectively?                   11:29

16                   MR. MARSHALL: Same objection.                   11:29

17                   THE WITNESS: No, I don't.                   11:29

18                   BY MR. WILLIAMS:                   11:29

19                   Q. Do you know whether this purported                   11:29

20                   issuance of units was discussed with Drs.                   11:29

21                   Zimmerman and Pinzon as of January 2nd, 2004?                   11:29

22                   MR. MARSHALL: Objection, misstates                   11:29

23                   the evidence. Mischaracterizes prior                   11:29

24                   testimony.                   11:29

25                   THE WITNESS: Please restated that.                   11:29

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1                   A. McALLISTER - ROUGH                   82

2                   MR. WILLIAMS: Could you please                   11:29

3                   read that back.                   11:29

4                   (Record read as follows:.                   11:29

5                   MR. MARSHALL: Same objection.                   11:29

6                   THE WITNESS: I do not know.                   11:29

7                   MR. WILLIAMS: Let's mark this as                   11:30

8                   McAllister Exhibit 6.                   11:30

9                   (Deposition Exhibit Number NUMBER                   11:30

10                   was marked for identification) 6?                   11:30

11                   THE WITNESS: (Perusing document).                   11:30

12                   BY MR. WILLIAMS:                   11:31

13                   Q. Do you recognize this document?                   11:31

14                   A. No, sir, I don't.                   11:31

15                   Q. Have you ever seen UST staff meeting                   11:31

16                   minutes before?                   11:31

17                   A. I believe I have.                   11:31

18                   Q. Does this appear to be the type of                   11:31

19                   staff meeting minutes you've seen previously on                   11:31

20                   behalf of UST?                   11:31

21                   MR. MARSHALL: Objection, vague.                   11:31

22                   THE WITNESS: I do not recall.                   11:31

23                   BY MR. WILLIAMS:                   11:31

24                   Q. If you look at this document, it                   11:31

25                   indicates that there was a UST staff meeting on                   11:31